

PHILLIPS NIZER LLP  
Sandra A. Riemer (SAR 2871)  
Candice Frost (CF 3926)  
Attorneys for Freescale Semiconductor, Inc.  
666 Fifth Avenue  
New York, New York 10103-0084  
(212) 977-9700

FILED  
U.S. BANKRUPTCY COURT  
2005 OCT 24 P 4:20

UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re:	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

**JOINDER IN LIMITED OBJECTIONS TO FINANCING MOTION AND  
INTERIM DIP FINANCING ORDER, AND REQUEST BY FREESCALE  
SEMICONDUCTOR, INC. FOR ADEQUATE PROTECTION FOR  
PRE-PETITION SETOFF RIGHTS**

---

Freescale Semiconductor, Inc. hereby joins in the limited objections to Debtors' Financing Motion dated October 8, 2005 (Doc. 42) and the Interim DIP Financing Order dated October 12, 2005 (Doc. 164).

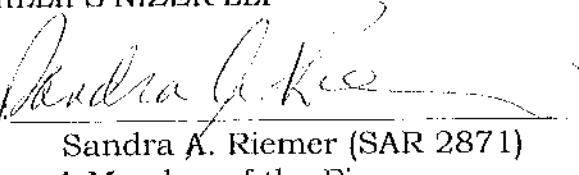
Freescale is a supplier to one or more of the Debtors. In the ordinary course of business, Debtors are indebted to Freescale and Freescale may be indebted to Debtors for various credits, overpayments or other sums, in amounts that have yet to be determined.

Freescale joins in the limited objections filed by Robert Bosch Corporation and affiliates (Doc. 428); Mercedes-Benz U.S. International, Inc. (Doc. 435); Venture Plastics, Inc. (Doc. 436); Calsonic Kansei North America,

Inc. (Doc. 442); DaimlerChrysler Motors Company (Doc. 450); Decatur Plastic Products, Inc. (Doc. 451); Gibbs Die Casting Corporation (Doc. 455); Lorentson Manufacturing Company, Inc. (Doc. 458); Autocam Corporation (Doc. 459); and Lorentson Manufacturing Company Southwest, Inc. (Doc. 461); with respect to the setoff issue and the request that Freescale's rights of setoff be adequately protected in the form of priority over the liens and claims granted to the DIP Lenders and the Pre-Petition Secured Lenders; and such other and further relief as the Court deems just and proper.

Dated: New York, New York  
October 21, 2005

PHILLIPS NIZER LLP

By   
Sandra A. Riemer (SAR 2871)  
A Member of the Firm

666 Fifth Avenue  
New York, New York 10103  
Tel: 212-977-9700  
Fax: 212-262-5152  
Email: sriemer@phillipsnizer.com

-and-

Susan M. Freeman  
Lewis and Roca LLP  
40 North Central Avenue  
Phoenix, Arizona 85004-4429  
Tel: 602-262-5756  
Fax: 602-734-3824  
Email: sfreeman@lrllaw.com

-and-

Rob Charles  
Lewis and Roca LLP  
One S. Church Street, Suite 700  
Tucson, Arizona 85701  
Tel: 520-629-4427  
Fax: 520-879-4705  
Email: rcharles@lrlaw.com

**ATTORNEYS FOR FREESCALE  
SEMICONDUCTOR, INC.**